

**EXHIBIT A**  
*Proposed Order*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	X	
	:	Chapter 11
In re	:	
	:	Case No. 21-10646 (JLG)
STONEWAY CAPITAL LTD., <i>et al.</i> <sup>1</sup>	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
_____	X	

**ORDER GRANTING JOINT MOTION OF UMB BANK, N.A., AS INDENTURE  
TRUSTEE AND US COLLATERAL AGENT, AND STEERING COMMITTEE OF AD  
HOC GROUP OF NOTEHOLDERS PURSUANT TO 11 U.S.C. § 362(d)(2) FOR  
LIMITED RELIEF FROM THE AUTOMATIC STAY**

Upon the motion for relief from the automatic stay, dated May 21, 2021 (the “**Lift Stay Motion**”), of UMB Bank, N.A., in its capacity as Indenture Trustee and US Collateral Agent (“**UMB**” or “**Indenture Trustee/US Collateral Agent**”) under the indenture dated as of February 15, 2017 (as subsequently amended and restated from time to time, the “**Indenture**”) by and among Stoneway Capital Corporation, as issuer, the Canadian Limited Partnerships, as Canadian Guarantors, the Argentinian Stoneway Entities, as Argentinian Guarantors, Stoneway Power Generation Inc., and UMB, as successor Trustee, US Collateral Agent, registrar, transfer agent and paying agent, pursuant to which SCC originally issued \$500 million of 10.00% senior secured notes due March 1, 2027, and the Steering Committee of Ad Hoc Group of Noteholders (“**Ad Hoc Steering Committee**”), for entry of an order, pursuant to Section 362(d)(2) of

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of their registration numbers in the jurisdiction where they operate are: Stoneway Capital Ltd. (4518) (BVI), Stoneway Capital Corporation (1512) (Canada), Stoneway Energy International LP (1029) (Canada), Stoneway Energy LP (1028) (Canada), Stoneway Group LP (0837) (Canada) and Stoneway Power Generation Inc. (1748) (Canada).

Chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”); and the Court having jurisdiction to decide the Lift Stay Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the Lift Stay Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief sought in the Lift Stay Motion having been provided in accordance with best practices in the absence of a case management order, such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Lift Stay Motion establish just cause for the relief granted herein; and having heard the statement regarding the relief requested in the Motion at a hearing before the Court, if any; and any objections to the Motion having been overruled; and it appearing that the relief requested in the Lift Stay Motion and granted herein is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED to the extent set forth herein.
2. The automatic stay in the above-captioned proceedings is lifted with respect to the Indenture Trustee/US Collateral Agent and the Ad Hoc Steering Committee pursuant to Section 362(d)(2) of the Bankruptcy Code, for the express purpose of allowing the Indenture Trustee/US Collateral Agent and the Ad Hoc Steering Committee to withdraw funds from the that certain account established by UMB on or about April 24, 2020 in its capacity as Depositary Agent and held at UMB as Depositary Bank in the name of “UMB US Coll Agent

FBO Secured Parties” for all purposes permitted under the Collateral Documents (as defined under the Indenture).

3. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2021.

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THE HONORABLE JAMES L. GARRITY, JR.  
UNITED STATES BANKRUPTCY JUDGE